
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

ChampionX Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

82-3066826
(I.R.S. Employer Identification No.)

**2445 Technology Forest Boulevard
Building 4, 12th Floor
The Woodlands, Texas**
(Address of principal executive offices)

77381
(Zip Code)

ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan
(Full title of the plan)

Julia Wright
Senior Vice President, General Counsel & Secretary
2445 Technology Forest Blvd.
Building 4, 12th Floor
The Woodlands, Texas 77381
(Name and address of agent for service)

(281) 403-5772
(Telephone number, including area code, of agent for service)

Copies to:
Lanchi D. Huynh
Kirkland & Ellis LLP
1601 Elm Street
Dallas, Texas 75201
(214) 972-1770

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement is being filed to register additional shares of Common Stock that may be issued pursuant to the Plan and for which previously filed Registration Statements on Form S-8 are effective (the "Prior Registration Statements"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements as filed with the Commission on May 14, 2018 (File No. 333-224926), June 3, 2020 (File No. 333-238903) and June 3, 2020 (File No. 333-238904) are incorporated herein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this registration statement the following documents:

- (a) the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on February 10, 2022; and
- (b) the description of the Common Stock contained in the Registrant's [Form 8-A](#) filed with the Commission on December 31, 2020, as updated by [Exhibit 4.6](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (filed with the Commission on March 1, 2021), and including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits

The following is a list of exhibits filed as part of this registration statement, which are incorporated herein:

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on May 11, 2018).
4.2	Certificate of Amendment of the Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on June 4, 2020).
4.3	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on June 4, 2020).
4.4	ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on May 13, 2021).
5.1*	Opinion of Kirkland & Ellis LLP.
23.1*	Consent of Kirkland & Ellis LLP (included in the opinion filed as Exhibit 5.1 to this registration statement).
23.2*	Consent of PricewaterhouseCoopers LLP.
24.1*	Power of Attorney (included on the signature page of this registration statement).
107.1*	Filing Fee Table

*Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on February 10, 2022.

ChampionX Corporation

By: /s/ Sivasankaran Somasundaram

Sivasankaran Somasundaram

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below authorizes and appoints Sivasankaran Somasundaram, Kenneth M. Fisher and Julia Wright, and each of them, either of whom may act without the joinder of the other, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or agents, or their substitute or substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement and the above Power of Attorney have been signed below by the following persons in the capacities indicated on February 10, 2022.

Name	Position
<u>/s/ Sivasankaran Somasundaram</u> Sivasankaran Somasundaram	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Kenneth M. Fisher</u> Kenneth M. Fisher	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Antoine Marcos</u> Antoine Marcos	Vice President, Corporate Controller and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Daniel W. Rabun</u> Daniel W. Rabun	Chairman of the Board of Directors
<u>/s/ Heidi S. Alderman</u> Heidi S. Alderman	Director
<u>/s/ Mamatha Chamarthi</u> Mamatha Chamarthi	Director
<u>/s/ Gary P. Luquette</u> Gary P. Luquette	Director
<u>/s/ Stuart Porter</u> Stuart Porter	Director
<u>/s/ Stephen M. Todd</u> Stephen M. Todd	Director
<u>/s/ Stephen K. Wagner</u> Stephen K. Wagner	Director

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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United States

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www.kirkland.com

February 10, 2022

ChampionX Corporation
2445 Technology Forest Blvd.
Building 4, 12th Floor
The Woodlands, Texas 77381

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special counsel to ChampionX Corporation, a Delaware corporation (the “*Company*”), in connection with the preparation of the Registration Statement on Form S-8 (as amended or supplemented, the “*Registration Statement*”) to be filed by the Company pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”), with the Securities and Exchange Commission (the “*Commission*”) on or about the date hereof. The Registration Statement relates to an aggregate of 15,000,000 shares (the “*Shares*”) of common stock, par value \$0.01 per share, of the Company (the “*common stock*”) that may be issued from time to time pursuant to the ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (as amended from time to time, the “*Plan*”).

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the Registration Statement, (iii) the Plan, and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares of common stock that the Company is authorized to issue pursuant to its charter exceeds the number of shares of common stock outstanding and the number of shares of common stock that the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes by at least the number of Shares, and we have assumed that such condition will remain true at all future times relevant to this opinion.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof, and we assume no obligation to revise or supplement this opinion after the date of effectiveness should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

Kirkland & Ellis LLP

/s/ Kirkland & Ellis LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ChampionX Corporation of our report dated February 10, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in ChampionX Corporation's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Houston, TX
February 10, 2022

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

ChampionX Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	15,000,000 (2)	\$23.32	\$349,800,000.00	\$32,426.46

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of ChampionX Corporation (the "Registrant") issuable with respect to the shares being registered hereunder by reason of any stock splits, stock dividends, recapitalization, anti-dilution provisions or other similar transaction.
- (2) This registration statement registers 15,000,000 shares of Common Stock to be issued under the ChampionX Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (as amended from time to time, the "Plan").
- (3) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Stock Market on February 3, 2022 (such date being within five business days of the date that this registration statement was first filed with the Securities and Exchange Commission (the "Commission")). This calculation is in accordance with Rule 457(c) and (h) of the Securities Act.